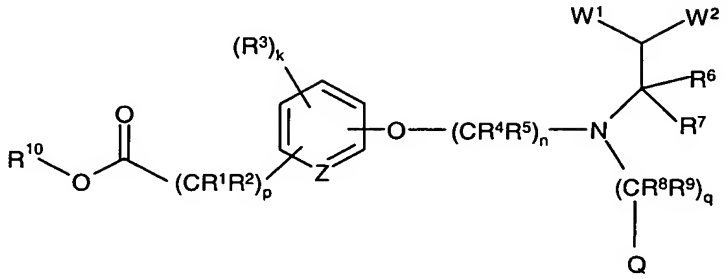
Amendments to the claims

This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

1. (Original): A compound of Formula I:



I

wherein:

Z is CH, CR^3 or N; wherein when Z is CH or CR^3, k is 0-4 and when Z is N, k is 0-3;

p is 0-8;

n is 2-8;

q is 0 or 1;

Q is selected from C_3-C_8 cycloalkyl, phenyl, and monocyclic Het; wherein said C_3-C_8 cycloalkyl, phenyl and monocyclic Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, -C_0-C_6 alkyl-CO_2R^{11}, -C_0-C_6 alkyl-$C(O)SR^{11}$, -C_0-C_6 alkyl-$CONR^{12}R^{13}$, -C_0-C_6 alkyl-COR^{14}, -C_0-C_6 alkyl-$NR^{12}R^{13}$, -C_0-C_6 alkyl-SR^{11}, -C_0-C_6 alkyl-OR^{11}, -C_0-C_6 alkyl-SO_3H, -C_0-C_6 alkyl-$SO_2NR^{12}R^{13}$, -C_0-C_6 alkyl-SO_2R^{11}, -C_0-C_6 alkyl-SOR^{14}, -C_0-C_6 alkyl-$OCOR^{14}$, -C_0-C_6 alkyl-$OC(O)NR^{12}R^{13}$, -C_0-C_6 alkyl-$OC(O)OR^{14}$, -C_0-C_6 alkyl-$NR^{12}C(O)OR^{14}$, -C_0-C_6 alkyl-$NR^{12}C(O)NR^{12}R^{13}$, and -C_0-C_6 alkyl-$NR^{12}COR^{14}$, where said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents;

W^1 and W^2 are each independently C_3-C_8 cycloalkyl or aryl;

each R^1 and R^2 is independently selected from H, C_1-C_6 alkyl, -OH, -O-C_1-C_6 alkyl, -SH, and -S-C_1-C_6 alkyl;

each R^3 is the same or different and is independently selected from halo, cyano, nitro, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, -C_0-C_6 alkyl-Ar, -C_0-C_6 alkyl-Het, -C_0-C_6 alkyl-C_3-C_7 cycloalkyl, -C_0-C_6 alkyl-CO_2R^{11}, -C_0-C_6 alkyl-$C(O)SR^{11}$, -C_0-C_6 alkyl-$CONR^{12}R^{13}$, -C_0-C_6 alkyl-COR^{14}, -C_0-C_6 alkyl-$NR^{12}R^{13}$, -C_0-C_6 alkyl-SR^{11}, -C_0-C_6 alkyl-OR^{11}, -C_0-C_6 alkyl-SO_3H, -C_0-C_6 alkyl-$SO_2NR^{12}R^{13}$, -C_0-C_6 alkyl-SO_2R^{11}, -C_0-C_6 alkyl-SOR^{14}, -C_0-C_6 alkyl-$OCOR^{14}$, -C_0-C_6 alkyl-$OC(O)NR^{12}R^{13}$, -C_0-C_6 alkyl-$OC(O)OR^{14}$, -C_0-C_6 alkyl-$NR^{12}C(O)OR^{14}$, -C_0-C_6 alkyl-$NR^{12}C(O)NR^{12}R^{13}$, and -C_0-C_6 alkyl-$NR^{12}COR^{14}$, wherein said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents;

each R^4 and R^5 is independently H or C_1-C_4 alkyl;

R^6 and R^7 are each independently H or C_1-C_4 alkyl;

R^8 and R^9 are each independently H or C_1-C_4 alkyl;

R^{10} is selected from H, C_1-C_8 alkyl, C_3-C_8 alkenyl, C_3-C_8 alkynyl, -C_0-C_6 alkyl-Ar, -C_0-C_6 alkyl-Het and -C_0-C_6 alkyl-C_3-C_7 cycloalkyl;

R^{11} is selected from H, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, -C_0-C_6 alkyl-Ar, -C_0-C_6 alkyl-Het and -C_0-C_6 alkyl-C_3-C_7 cycloalkyl;

each R^{12} and each R^{13} are independently selected from H, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, -C_0-C_6 alkyl-Ar, -C_0-C_6 alkyl-Het and -C_0-C_6 alkyl-C_3-C_7 cycloalkyl, or R^{13} and R^{14} together with the nitrogen to which they are attached form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S; and

R^{14} is selected from C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, -C_0-C_6 alkyl-Ar, -C_0-C_6 alkyl-Het and -C_0-C_6 alkyl-C_3-C_7 cycloalkyl;

provided that R^{10} is not H or methyl when p is 1 and R^1 and R^2 are each H, k is 0, n is 3 and each R^4 and R^5 are H, q is 1 and R^8 and R^9 are each H, Q is unsubstituted phenyl or 4-methoxyphenyl or 2-chloro-3-trifluoromethyl-phenyl, R^6 and R^7 are each H, W^1 is unsubstituted phenyl and W^2 is unsubstituted phenyl or unsubstituted cyclohexyl;

or a pharmaceutically acceptable salt or solvate thereof.

2. (Original): The compound according to claim 1; wherein p is 0 or 1.

3. (Currently amended): The compound according to ~~any of claims 1-2~~ claim 1, wherein R^1 and R^2 are each H, or one of R^1 or R^2 is H and the other of R^1 or R^2 is C_1-C_4 alkyl or both R^1 and R^2 are C_1-C_3 alkyl.

4. (Currently amended): The compound according to ~~any of claims 1-2~~ claim 1, wherein R^1 and R^2 are each H, or one of R^1 or R^2 is H and the other of R^1 or R^2 is methyl, ethyl, propyl, butyl, or sec-butyl, or R^1 and R^2 are both methyl or ethyl.

5. (Currently amended): The compound according to ~~any of claims 1-4~~ claim 1, wherein R^{10} is H or C_1-C_4 alkyl.

6. (Currently amended): The compound according to ~~any of claims 1-5~~ claim 1, wherein Z is CH.

7. (Currently amended): The compound according to ~~any of claims 1-6~~ claim 1, wherein k is 0 or 1.

8. (Currently amended): The compound according to ~~any of claims 1-7~~ claim 1, wherein R^3 is selected from halo, C_1-C_4 alkyl and C_1-C_4 alkoxy.

9. (Currently amended): The compound according to ~~any of claims 1-8~~ claim 1, wherein n is 2-4.

10. (Currently amended): The compound according to ~~any of claims 1-9~~ claim 1, wherein n is 3.

11. (Currently amended): The compound according to ~~any of claims 1-10~~ claim 1, wherein q is 1.

12. (Currently amended): The compound according to ~~any of claims 1-11~~ claim 1, wherein R^6, R^7, R^8 and R^9 are each H.

13. (Currently amended): The compound according to ~~any of claims 1-12~~ claim 1, wherein Q is a substituted phenyl group containing one, two, or three substituents selected from halo, C_1-C_4 alkoxy and C_1-C_4 alkyl or Q is substituted pyridyl group containing one C_1-C_4 alkyl substituent.

14. (Currently amended): The compound according to ~~any of claims 1-13~~ claim 1, wherein Q is a substituted phenyl group containing one, two, or three substituents selected from -F, -Cl, $-CF_3$, $-OCH_3$, and $-CH(CH_3)_2$, or Q is 6-methyl-pyridin-2-yl.

15. (Currently amended): The compound according to ~~any of claims 1-14~~ claim 1, wherein Q is a 2-chloro-3-(trifluoromethyl)phenyl group.

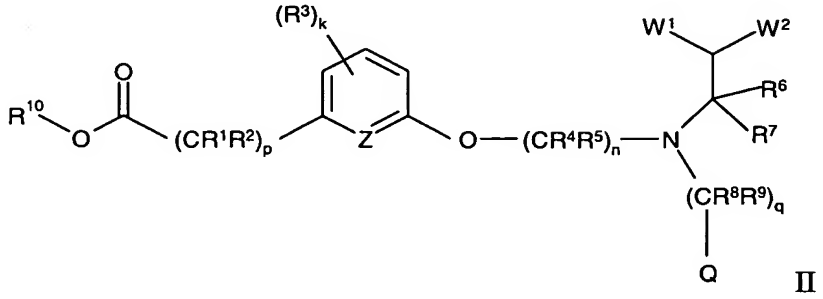
16. (Currently amended): The compound according to ~~any of claims 1-15~~ claim 1, wherein W^1 and W^2 are each aryl or one of W^1 or W^2 is aryl and the other of W^1 or W^2 is cyclopentyl.

17. (Currently amended): The compound according to ~~any of claims 1-16~~ claim 1, wherein W^1 and W^2 are each independently selected from unsubstituted cyclopentyl, unsubstituted phenyl and mono-substituted phenyl, where the phenyl is substituted by halo.

18. (Currently amended): The compound according to ~~any of claims 1-17~~ claim 1, wherein W^1 and W^2 are both unsubstituted phenyl, or one of W^1 or W^2 is unsubstituted phenyl and the other of W^1 or W^2 is cyclopentyl, or W^1 and W^2 are both

fluoro-substituted phenyl or one of W^1 or W^2 is unsubstituted phenyl and the other of W^1 or W^2 is chloro-substituted phenyl.

19. (Original): A compound of Formula II:



II

wherein:

Z is CH or N;

Q is phenyl or monocyclic Het; wherein said phenyl and monocyclic Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, -C_0-C_4 alkyl-CO_2R^{11}, -C_0-C_4 alkyl-$C(O)SR^{11}$, -C_0-C_4 alkyl-$CONR^{12}R^{13}$, -C_0-C_4 alkyl-COR^{14}, -C_0-C_4 alkyl-$NR^{12}R^{13}$, -C_0-C_4 alkyl-SR^{11}, -C_0-C_4 alkyl-OR^{11}, -C_0-C_4 alkyl-SO_3H, -C_0-C_4 alkyl-$SO_2NR^{12}R^{13}$, -C_0-C_4 alkyl-SO_2R^{11}, -C_0-C_4 alkyl-SOR^{14}, -C_0-C_4 alkyl-$OCOR^{14}$, -C_0-C_4 alkyl-$OC(O)NR^{12}R^{13}$, -C_0-C_4 alkyl-$OC(O)OR^{14}$, -C_0-C_4 alkyl-$NR^{12}C(O)OR^{14}$, -C_0-C_4 alkyl-$NR^{12}C(O)NR^{12}R^{13}$, and -C_0-C_4 alkyl-$NR^{12}COR^{14}$, where said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents,

p is 0-4;

k is 0, 1 or 2;

n is 2-4;

q is 0 or 1;

W^1 and W^2 are each independently C_3-C_6 cycloalkyl or aryl;

each R^1 and R^2 is independently selected from H, C_1-C_4 alkyl, -OH, -O-C_1-C_4 alkyl, -SH, and -S-C_1-C_4 alkyl;

each R^3 is the same or different and is independently selected from halo, cyano, C_1-C_6 alkyl, -C_0-C_4 alkyl-$NR^{12}R^{13}$, -C_0-C_4 alkyl-OR^{11},

-C_0-C_4 alkyl-$SO_2NR^{12}R^{13}$, and -C_0-C_4 alkyl-CO_2H, wherein said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents;

each R^4 and R^5 is independently H or C_1-C_4 alkyl;

R^6 and R^7 are each independently H or C_1-C_4 alkyl;

R^8 and R^9 are each independently H or C_1-C_4 alkyl;

R^{10} is selected from H, C_1-C_6 alkyl, -C_0-C_4 alkyl-Ar, -C_0-C_4 alkyl-Het and -C_0-C_4 alkyl-C_3-C_6 cycloalkyl;

R^{11} is selected from H, C_1-C_6 alkyl, -C_0-C_4 alkyl-Ar, -C_0-C_4 alkyl-Het and -C_0-C_4 alkyl-C_3-C_7 cycloalkyl;

each R^{12} and each R^{13} are independently selected from H, C_1-C_6 alkyl, -C_0-C_4 alkyl-Ar, -C_0-C_4 alkyl-Het and -C_0-C_4 alkyl-C_3-C_7 cycloalkyl, or R^{12} and R^{13} together with the nitrogen to which they are attached form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S; and

R^{14} is selected from C_1-C_6 alkyl, -C_0-C_4 alkyl-Ar, -C_0-C_4 alkyl-Het and -C_0-C_4 alkyl-C_3-C_7 cycloalkyl;

provided that R^{10} is not H or methyl when p is 1 and R^1 and R^2 are each H, k is 0, n is 3 and each R^4 and R^5 are H, q is 1 and R^8 and R^9 are each H, Q is unsubstituted phenyl or 4-methoxyphenyl or 2-chloro-3-trifluoromethyl-phenyl, R^6 and R^7 are each H, W^1 is unsubstituted phenyl and W^2 is unsubstituted phenyl or unsubstituted cyclohexyl;

or a pharmaceutically acceptable salt or solvate thereof.

20. (Currently amended): The compound according to claim 1 ~~or 19~~, wherein R^4, R^5, R^6, R^7, R^8 and R^9 are each H; at least one of R^1 or R^2 is methyl, ethyl, propyl butyl or sec-butyl or both of R^1 and R^2 are methyl or ethyl; R^{10} is H or methyl; Q is 2-chloro-3-(trifluoromethyl)phenyl; W^1 and W^2 are both unsubstituted phenyl, or one of W^1 or W^2 is unsubstituted phenyl and the other of W^1 or W^2 is cyclopentyl, or W^1 and W^2 are both fluoro-substituted phenyl or one of W^1 or W^2 is unsubstituted phenyl and the other of W^1 or W^2 is chloro-substituted phenyl; Z is CH; p is 0, 1 or 2; n is

3; q is 1; k is 0 or 1 and R^3 is Cl, Br or methyl; or a pharmaceutically acceptable salt or solvate thereof.

21. (Currently amended): The compound according to claim 1 ~~or 19~~, wherein R^6, R^7, R^8 and R^9 are each H; R^1 and R^2 are each independently H or methyl; at least one R^4 or R^5 is methyl; R^{10} is H or methyl; Q is a substituted phenyl group containing one, two, or three substituents selected from -F, -Cl, $-CF_3$, $-OCH_3$, and $-CH(CH_3)_2$; W^1 and W^2 are unsubstituted phenyl; Z is CH; p is 1; n is 3; q is 1; and k is 0; or a pharmaceutically acceptable salt or solvate thereof.

22. (Currently amended): The compound according to claims 1 ~~or 19~~, selected from:

(*R*)-2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid methyl ester;

(*R*)-2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid;

(*S*)-2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid methyl ester;

(*R*)-2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid;

(*S*)-2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;

(*S*)-2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[2-fluoro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[3-(trifluoromethyl)-4-fluoro-benzyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[6-methyl-pyridin-2-ylmethyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[2,4-dimethoxy-benzyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[4-methoxy-benzyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[2-fluoro-4-methoxy-benzyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[3-fluoro-4-methoxy-benzyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[2,4-dimethoxybenzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[4-methoxybenzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[2-fluoro-4-methoxybenzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[3-trifluoromethylbenzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[2-fluoro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[3-(trifluoromethyl)-4-fluoro-benzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[3-fluoro-4-methoxybenzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[2-chlorobenzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[3-trifluoromethylbenzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[2-fluoro-(3-trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[3-trifluoromethyl-4-fluoro-benzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[2,4-dimethoxybenzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[4-methoxybenzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[2-fluoro-4-methoxybenzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[2-chloro-3,4-dimethoxybenzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[3-fluoro-4-methoxybenzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;

(3-{(R)-[(2,2-diphenyl-ethyl)-(4-isopropyl-benzyl)-amino]-methyl-propoxy}-phenyl)-acetic acid;

3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-propoxy}-4-methyl-benzoic acid;

(3-{3-[[2,2-(bis-(4-fluoro-phenyl)-ethyl]-(2-chloro-3-(trifluoromethyl)-benzyl)-amino]-propoxy}-phenyl)- acetic acid;

(3-{3-[[2,2-(bis-(3-fluoro-phenyl)-ethyl]-(2-chloro-3-(trifluoromethyl)-benzyl)-amino]-propoxy}-phenyl)- acetic acid;

rac-(3-{3-[[2-phenyl-2-(*o*-chloro-phenyl)-ethyl]-(2-chloro-3-(trifluoromethyl)-benzyl)-amino]-propoxy}-phenyl)- acetic acid;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-butyric acid;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-pentanoic acid;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-hexanoic acid;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-4-methyl-pentanoic acid;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-2-ethyl-butyric acid methyl ester;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-2-ethyl-butyric acid;

2-(3-{(R)-3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-butoxy}-phenyl)-2-methyl-propionic acid;

3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-benzoic acid methyl ester;

3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-benzoic acid;

2-bromo-5-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-benzoic acid;

(2-bromo-5-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-acetic acid;

N-(2-phenyl-2-cyclopentylethyl)-*N*-(2-chloro-3-trifluoromethylbenzyl)-3-(3-carboxymethylenephenoxy)propylamine;

N-(2,2-diphenylethyl)-N-(2-chloro-3-trifluoromethylbenzyl)-3-(3-carboxyphenoxy)propylamine;

N-(2,2-diphenylethyl)-*N*-(2-chloro-3-trifluoromethylbenzyl)-2,2-dimethyl-3-(3-aminopropoxy)phenylpropionic acid;

(3-chloro-4-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-acetic acid methyl ester;

(3-chloro-4-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-acetic acid;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-2-methyl-propionic acid;

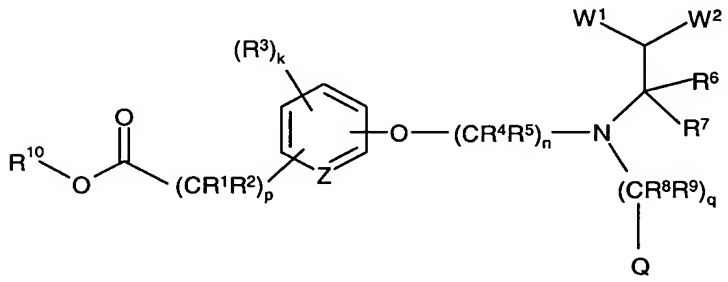
2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-propionic acid;

and a stereoisomer, a stereoisomeric mixture or racemate thereof and a pharmaceutically acceptable salt or solvate thereof.

23. (Currently amended): A pharmaceutical composition comprising a compound according to ~~any one of claims 1-22~~ claim 1 and a pharmaceutically acceptable carrier or diluent.

24. (Cancelled).

25. (Original): A method for the prevention or treatment of an LXR mediated disease or condition comprising administering a therapeutically effective amount of a compound having Formula I-A:



I-A

wherein:

Z is CH, CR^3 or N; wherein when Z is CH or CR^3, k is 0-4 and when Z is N, k is 0-3;

p is 0-8;

n is 2-8;

q is 0 or 1;

Q is selected from C_3-C_8 cycloalkyl, phenyl, and monocyclic Het; wherein said C_3-C_8 cycloalkyl, phenyl and monocyclic Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, -C_0-C_6 alkyl-CO_2R^{11}, -C_0-C_6 alkyl-$C(O)SR^{11}$, -C_0-C_6 alkyl-$CONR^{12}R^{13}$, -C_0-C_6 alkyl-COR^{14}, -C_0-C_6 alkyl-$NR^{12}R^{13}$, -C_0-C_6 alkyl-SR^{11}, -C_0-C_6 alkyl-OR^{11}, -C_0-C_6 alkyl-SO_3H, -C_0-C_6 alkyl-$SO_2NR^{12}R^{13}$, -C_0-C_6 alkyl-SO_2R^{11}, -C_0-C_6 alkyl-SOR^{14},

$-C_0-C_6$ alkyl-$OCOR^{14}$, $-C_0-C_6$ alkyl-$OC(O)NR^{12}R^{13}$, $-C_0-C_6$ alkyl-$OC(O)OR^{14}$, $-C_0-C_6$ alkyl-$NR^{12}C(O)OR^{14}$, $-C_0-C_6$ alkyl-$NR^{12}C(O)NR^{12}R^{13}$, and $-C_0-C_6$ alkyl-$NR^{12}COR^{14}$, where said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents;

W^1 and W^2 are each independently C_3-C_8 cycloalkyl or aryl;

each R^1 and R^2 is independently selected from H, C_1-C_6 alkyl, -OH, $-O-C_1-C_6$ alkyl, -SH, and $-S-C_1-C_6$ alkyl;

each R^3 is the same or different and is independently selected from halo, cyano, nitro, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, $-C_0-C_6$ alkyl-Ar, $-C_0-C_6$ alkyl-Het, $-C_0-C_6$ alkyl-C_3-C_7 cycloalkyl, $-C_0-C_6$ alkyl-CO_2R^{11}, $-C_0-C_6$ alkyl-$C(O)SR^{11}$, $-C_0-C_6$ alkyl-$CONR^{12}R^{13}$, $-C_0-C_6$ alkyl-COR^{14}, $-C_0-C_6$ alkyl-$NR^{12}R^{13}$, $-C_0-C_6$ alkyl-SR^{11}, $-C_0-C_6$ alkyl-OR^{11}, $-C_0-C_6$ alkyl-SO_3H, $-C_0-C_6$ alkyl-$SO_2NR^{12}R^{13}$, $-C_0-C_6$ alkyl-SO_2R^{11}, $-C_0-C_6$ alkyl-SOR^{14}, $-C_0-C_6$ alkyl-$OCOR^{14}$, $-C_0-C_6$ alkyl-$OC(O)NR^{12}R^{13}$, $-C_0-C_6$ alkyl-$OC(O)OR^{14}$, $-C_0-C_6$ alkyl-$NR^{12}C(O)OR^{14}$, $-C_0-C_6$ alkyl-$NR^{12}C(O)NR^{12}R^{13}$, and $-C_0-C_6$ alkyl-$NR^{12}COR^{14}$, wherein said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents;

each R^4 and R^5 is independently H or C_1-C_4 alkyl;

R^6 and R^7 are each independently H or C_1-C_4 alkyl;

R^8 and R^9 are each independently H or C_1-C_4 alkyl;

R^{10} is selected from H, C_1-C_8 alkyl, C_3-C_8 alkenyl, C_3-C_8 alkynyl, $-C_0-C_6$ alkyl-Ar, $-C_0-C_6$ alkyl-Het and $-C_0-C_6$ alkyl-C_3-C_7 cycloalkyl;

R^{11} is selected from H, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, $-C_0-C_6$ alkyl-Ar, $-C_0-C_6$ alkyl-Het and $-C_0-C_6$ alkyl-C_3-C_7 cycloalkyl;

each R^{12} and each R^{13} are independently selected from H, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, $-C_0-C_6$ alkyl-Ar, $-C_0-C_6$ alkyl-Het and $-C_0-C_6$ alkyl-C_3-C_7 cycloalkyl, or R^{13} and R^{14} together with the nitrogen to which they are attached form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S; and

R^{14} is selected from C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, $-C_0-C_6$ alkyl-Ar, $-C_0-C_6$ alkyl-Het and $-C_0-C_6$ alkyl-C_3-C_7 cycloalkyl;

provided that R^{10} is not H when p is 1 and R^1 and R^2 are each H, k is 0, n is 3 and each R^4 and R^5 are H, q is 1 and R^8 and R^9 are each H, Q is unsubstituted phenyl or 4-methoxyphenyl or 2-chloro-3-trifluoromethyl-phenyl, R^6 and R^7 are each H, W^1 is unsubstituted phenyl and W^2 is unsubstituted phenyl or unsubstituted cyclohexyl;

or a pharmaceutically acceptable salt or solvate thereof.

26. (Original): The method according to claim 25, wherein p is 0 or 1 and q is 1.

27. (Currently amended): The method according to ~~any of claims 25-26~~ claim 25, wherein R^6, R^7, R^8 and R^9 are each H.

28. (Currently amended): The method according to ~~any of claims 25-27~~ claim 25, wherein Z is CH.

29. (Currently amended): The method according to ~~any of claims 25-28~~ claim 25, wherein k is 0 or 1.

30. (Currently amended): The method according to ~~any of claims 25-29~~ claim 25, wherein R^3 is selected from halo, C_1-C_4 alkyl and C_1-C_4 alkoxy.

31. (Currently amended): The method according to ~~any of claims 25-30~~ claim 25, wherein n is 3.

32. (Currently amended): The method according to ~~any of claims 25-31~~ claim 25, wherein R^{10} is H or C_1-C_4 alkyl.

33. (Currently amended): The method according to ~~any of claims 25-32~~ claim 25, wherein Q is a substituted phenyl group containing one, two, or three substituents selected from halo, C_1-C_4 alkoxy and C_1-C_4 alkyl or Q is substituted pyridyl group containing one C_1-C_4 alkyl substituent.

34. (Currently amended): The method according to ~~any of claims 25-33~~ claim 25, wherein Q is a substituted phenyl group containing one, two, or three substituents selected from -F, -Cl, $-CF_3$, $-OCH_3$, and $-CH(CH_3)_2$, or Q is 6-methyl-pyridin-2-yl.

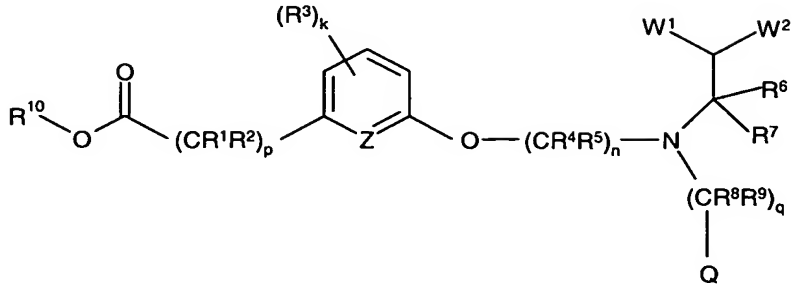
35. (Currently amended): The method according to ~~any of claims 25-34~~ claim 25, wherein Q is a 2-chloro-3-(trifluoromethyl)phenyl group.

36. (Currently amended): The method according to ~~any of claims 25-35~~ claim 25, wherein W^1 and W^2 are each aryl or one of W^1 or W^2 is aryl and the other of W^1 or W^2 is cyclopentyl.

37. (Currently amended): The method according to ~~any of claims 25-36~~ claim 25, wherein W^1 and W^2 are each independently selected from unsubstitued cyclopentyl, unsubstituted phenyl and mono-substituted phenyl, where the phenyl is substitued by halo.

38. (Currently amended): The compound according to ~~any of claims 25-37~~ claim 25, wherein W^1 and W^2 are both unsubstituted phenyl, or one of W^1 or W^2 is unsubstituetd phenyl and the other of W^1 or W^2 is cyclopentyl, or W^1 and W^2 are both fluoro-substituted phenyl or one of W^1 or W^2 is unsubstituetd phenyl and the other of W^1 or W^2 is chloro-substitued phenyl.

39. (Original): A method for the prevention or treatment of an LXR mediated disease or condition comprising administering a therapeutically effective amount of a compound having Formula II-A:



II-A

wherein:

Z is CH or N;

Q is phenyl or monocyclic Het; wherein said phenyl and monocyclic Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, -C_0-C_4 alkyl-CO_2R^{11}, -C_0-C_4 alkyl-$C(O)SR^{11}$, -C_0-C_4 alkyl-$CONR^{12}R^{13}$, -C_0-C_4 alkyl-COR^{14}, -C_0-C_4 alkyl-$NR^{12}R^{13}$, -C_0-C_4 alkyl-SR^{11}, -C_0-C_4 alkyl-OR^{11}, -C_0-C_4 alkyl-SO_3H, -C_0-C_4 alkyl-$SO_2NR^{12}R^{13}$, -C_0-C_4 alkyl-SO_2R^{11}, -C_0-C_4 alkyl-SOR^{14}, -C_0-C_4 alkyl-$OCOR^{14}$, -C_0-C_4 alkyl-$OC(O)NR^{12}R^{13}$, -C_0-C_4 alkyl-$OC(O)OR^{14}$, -C_0-C_4 alkyl-$NR^{12}C(O)OR^{14}$, -C_0-C_4 alkyl-$NR^{12}C(O)NR^{12}R^{13}$, and -C_0-C_4 alkyl-$NR^{12}COR^{14}$, where said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents,

p is 0-4;

k is 0, 1 or 2;

n is 2-4;

q is 0 or 1;

W^1 and W^2 are each independently C_3-C_6 cycloalkyl or aryl;

each R^1 and R^2 is independently selected from H, C_1-C_4 alkyl, -OH, -O-C_1-C_4 alkyl, -SH, and -S-C_1-C_4 alkyl;

each R^3 is the same or different and is independently selected from halo, cyano, C_1-C_6 alkyl, -C_0-C_4 alkyl-$NR^{12}R^{13}$, -C_0-C_4 alkyl-OR^{11}, -C_0-C_4 alkyl-$SO_2NR^{12}R^{13}$, and -C_0-C_4 alkyl-CO_2H, wherein said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents;

each R^4 and R^5 is independently H or C_1-C_4 alkyl;

R^6 and R^7 are each independently H or C_1-C_4 alkyl;

R^8 and R^9 are each independently H or C_1-C_4 alkyl;

R^{10} is selected from H, C_1-C_6 alkyl, -C_0-C_4 alkyl-Ar, -C_0-C_4 alkyl-Het and -C_0-C_4 alkyl-C_3-C_6 cycloalkyl;

R^{11} is selected from H, C_1-C_6 alkyl, -C_0-C_4 alkyl-Ar, -C_0-C_4 alkyl-Het and -C_0-C_4 alkyl-C_3-C_7 cycloalkyl;

each R^{12} and each R^{13} are independently selected from H, C_1-C_6 alkyl, -C_0-C_4 alkyl-Ar, -C_0-C_4 alkyl-Het and -C_0-C_4 alkyl-C_3-C_7 cycloalkyl, or R^{12} and R^{13} together with the nitrogen to which they are attached form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S; and

R^{14} is selected from C_1-C_6 alkyl, -C_0-C_4 alkyl-Ar, -C_0-C_4 alkyl-Het and -C_0-C_4 alkyl-C_3-C_7 cycloalkyl;

provided that R^{10} is not H when p is 1 and R^1 and R^2 are each H, k is 0, n is 3 and each R^4 and R^5 are H, q is 1 and R^8 and R^9 are each H, Q is unsubstituted phenyl or 4-methoxyphenyl or 2-chloro-3-trifluoromethyl-phenyl, R^6 and R^7 are each H, W^1 is unsubstituted phenyl and W^2 is unsubstituted phenyl or unsubstituted cyclohexyl;

or a pharmaceutically acceptable salt or solvate thereof.

40. (Currently amended): The method according to claim 25 ~~or 39~~, wherein R^4, R^5, R^6, R^7, R^8 and R^9 are each H; at least one of R^1 or R^2 is methyl, ethyl, propyl butyl or sec-butyl or both of R^1 and R^2 are methyl or ethyl; R^{10} is H or methyl; Q is 2-chloro-3-(trifluoromethyl)phenyl; W^1 and W^2 are both unsubstituted phenyl, or one of W^1 or W^2 is unsubstituetd phenyl and the other of W^1 or W^2 is cyclopentyl, or W^1 and W^2 are both fluoro-substituted phenyl or one of W^1 or W^2 is unsubstituetd phenyl and the other of W^1 or W^2 is chloro-substitued phenyl; Z is CH; p is 0, 1 or 2; n is 3; q is 1; k is 0 or 1 and R^3 is Cl, Br or methyl; or a pharmaceutically acceptable salt or solvate thereof.

41. (Currently amended): The method according to claim 25 ~~or 39~~, wherein R^6, R^7, R^8 and R^9 are each H; R^1 and R^2 are each independently H or methyl; at least one R^4 or R^5 is methyl; R^{10} is H or methyl; Q is a substituted phenyl group

containing one, two, or three substituents selected from -F, -Cl, $-CF_3$, $-OCH_3$, and $-CH(CH_3)_2$; W^1 and W^2 are unsubstituted phenyl; Z is CH; p is 1; n is 3; q is 1; and k is 0; or a pharmaceutically acceptable salt or solvate thereof.

42. (Currently amended): The method according to claim 25 ~~or 39~~ comprising administering a compound selected from:

R)-2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid; (*R*)-2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid; (*R*)-2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid; (*S*)-2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid; 3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-propoxy}-4-methyl-benzoic acid; 2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-propionic acid; (3-{3-[[2,2-(bis-(3-fluoro-phenyl)-ethyl]-(2-chloro-3-(trifluoromethyl)-benzyl)-amino]-propoxy}-phenyl)- acetic acid hydrochloride salt; *rac*-(3-{3-[[2-phenyl-2-(*o*-chloro-phenyl)-ethyl]-(2-chloro-3-(trifluoromethyl)-benzyl)-amino]-propoxy}-phenyl)- acetic acid hydrochloride salt; (3-chloro-4-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-acetic acid methyl ester; (*R*)-2-(3-{3-[[2,4-dimethoxybenzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid; (*R*)-2-(3-{3-[[4-methoxybenzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid; (*R*)-2-(3-{3-[[2-fluoro-4-methoxybenzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid; (3-{(R)-[(2,2-diphenyl-ethyl)-(4-isopropyl-benzyl)-amino]-methyl-propoxy}-phenyl)-acetic acid; and 2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-2-methyl-propionic acid hydrochloride salt; and a stereoisomer, a stereoisomeric mixture or racemate thereof and a pharmaceutically acceptable salt or solvate thereof.

43. (Currently amended): The method according to claim 25 ~~or 39~~, wherein said LXR mediated disease or condition is cardiovascular disease.

44. (Currently amended): The method according to claim 25 ~~or 39~~, wherein said LXR mediated disease or condition is atherosclerosis.

45. (Currently amended): The method according to claim 25 ~~or 39~~, wherein said LXR mediated disease or condition is inflammation.

46. (Currently amended): A method for increasing reverse cholesterol transport, said method comprising administering a therapeutically effective amount of a compound according to ~~any of claims 1-22~~ claim 1.

47. (Currently amended): A method for inhibiting cholesterol absorption, said method comprising administering a therapeutically effective amount of a compound according to ~~any of claims 1-22~~ claim 1.

48-55 (Cancelled).

56. (Currently amended): A compound according to ~~any one of claims 1-22~~ claim 1 wherein at least one of R^4, R^5, R^6, R^7, R^8 or R^9 is defined as follows:

wherein at least one R^4 or R^5 is C_1-C_4 alkyl; or

at least one of R^6 of R^7 is C_1-C_4 alkyl; or

both of R^8 or R^9 are independently C_1-C_4 alkyl.

57. (Currently amended): A compound according to ~~any one of claims 1-22~~ claim 1 wherein at least one R^4 or R^5 is methyl.

58. (Currently amended): A compound according to ~~any one of claims 1-22~~ claim 1 wherein:

any one of R^4 or R^5 is not H or

any one of R^6 or R^7 is not H or

R^8 and R^9 are each C_1-C_4 alkyl when

Z is CH or CR^3 and k is 0-4 or Z is N and k is 0-3;

p is 0-8;

n is 2-8;

q is 0 or 1;

Q is selected from optionally unsubstituted or substituted C_3-C_8 cycloalkyl, phenyl and mono-cyclic Het;

W^1 and W^2 are each independently optionally unsubstituted or substituted C_3-C_8 cycloalkyl or aryl;

each R^1 and R^2 is independently selected from H, C_1-C_6 alkyl, -OH, -O-C_1-C_6 alkyl, -SH, and -S-C_1-C_6 alkyl;

each R^3 is the same or different and is independently selected from halo, cyano, nitro, $-CONR^{12}R^{13}$, $-COR^{14}$, $-SR^{11}$, $-SO_2R^{11}$, $-SOR^{14}$, $-OCOR^{14}$ and optionally unsubstituted or substituted C_1-C_6 alkyl, C_3-C_6 alkenyl, 5-6 membered-Het, -C_0-C_6 alkyl-CO_2R^{11}, or -C_0-C_6 alkyl-$NR^{12}R^{13}$.